

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 12, 2020 (August 12, 2020)

UNION PACIFIC CORPORATION

(Exact name of registrant as specified in its charter)

**Utah**  
(State or other jurisdiction  
of Incorporation)

**1-6075**  
(Commission  
File Number)

**13-2626465**  
(IRS Employer  
Identification No.)

**1400 Douglas Street, Omaha, Nebraska**  
(Address of principal executive offices)

**68179**  
(Zip Code)

Registrant's telephone number, including area code: **(402) 544-5000**

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class  
Common Stock (Par Value \$2.50 per share)

Trading Symbol  
UNP

Name of each exchange on which registered  
New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01 Regulation FD Disclosure.**

Effective as of August 12, 2020, Jennifer L. Hamann, Executive Vice President and Chief Financial Officer of Union Pacific Corporation (the Company), established a prearranged trading plan in accordance with the Company's guidelines and policies regarding the safe harbor provisions of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. Ms. Hamann's trading plan is part of an individual long-term asset diversification, tax and financial planning strategy. Subject to certain conditions, the plan contemplates the sale of up to 2,000 shares of Company common stock, which represents approximately 2.7% of the shares beneficially owned by Ms. Hamann as of the date of this report. Following consummation of the sales under the plan, Ms. Hamann would continue to own shares in excess of the amounts required under the stock ownership guidelines for executives established by the Company. Any transactions made under the trading plan will be disclosed by Ms. Hamann on Form 4 filings with the Securities and Exchange Commission.

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 12, 2020

UNION PACIFIC CORPORATION

By: /s/ Rhonda S. Ferguson  
Rhonda S. Ferguson  
Executive Vice President, Chief Legal Officer and Corporate  
Secretary